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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**DECLARATION OF TANNER JAMES IN
SUPPORT OF DEBTOR'S REPLY TO
ENIGMA SECURITIES LIMITED'S
OMNIBUS OBJECTION TO DEBTOR'S
MOTIONS TO APPROVE REJECTION
OF EXECUTORY CONTRACTS AND
UNEXPIRED LEASES**

Hearing Date: May 18, 2023

Hearing Time: 10:30 a.m.

I, Tanner James, declare as follows:

1. I am a Senior Associate with Province, LLC ("Province").

2. Pursuant to a Final Order Authorizing Retention And Employment Of Province, LLC

As Financial Advisor, Effective As Of The Petition Date entered on March 9, 2023, Province was employed as the financial advisor to Cash Cloud, Inc. dba Coin Cloud (the "Debtor" or "Cash Cloud"), debtor and debtor in possession in the above captioned chapter 11 case (the "Chapter 11 Case").

3. In my capacity with Province and the employment of Province as the financial advisor to the Debtor, I am familiar with the records of the Debtor and am familiar with the analysis performed in connection with the Debtor's decisions to reject certain Contracts and Leases and abandon the Remaining Property. In addition, I am involved with the sale of the Debtor's assets. Except as otherwise indicated herein, this Declaration is based upon my personal knowledge. I am over the age of 18 and am mentally competent. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

4. I make this Declaration in support of the *Debtor's Reply To Enigma Securities Limited's Omnibus Objection To Debtor's Motions To Approve Rejection Of Executory Contracts And Unexpired Leases*.¹

5. The Debtor made the decision to reject the Contracts and/or Leases after undertaking a financial analysis of the expense to the Debtor's estate associated with each Contract or Lease, and the benefits to the estate and its creditors (as a whole, not just Enigma) associated with each Contract or Lease. Among other things, the Debtor considered the historical performance, cure costs associated with assuming the contracts, ongoing administrative expenses, and potentially irreparable business relationships with certain hosts. Based on this analysis, the Debtor determined, in its business judgment, that the Contracts and/or Leases are not beneficial to the estate and should be rejected.

6. Potential buyers of the Debtor's assets have not requested that the Debtor remove Contracts or Leases from any of the Motions. To the contrary, potential buyers have expressed that the Debtor's locations be reduced in number and have provided minimum performance thresholds as a benchmark for what they are interested in acquiring. Further, I do not believe that the rejection of the Contracts and Leases set forth in the Motions will depress the sale price of the

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¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motions.

1 Debtor's assets given the lack of value and liabilities associated with the Contracts and Leases listed
2 in the Motions.

3 I declare, under penalty of perjury of the laws of the United States of America, that the
4 foregoing statements are true and correct to the best of my knowledge, information and belief.

5 Executed this 11th day of May, 2023 in Las Vegas, Nevada.

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7 /s/Tanner James

8 Tanner James
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